

By-Laws
of the
United Church of Hinesburg
(as amended February 8, 2009 and October 18, 2009)

P.O. Box 39
10570 – 10580 Route 116
Hinesburg, VT 05461-0039

A Federation of the
American Baptist,
The United Methodist (formerly Methodist Episcopal),
and the United Church of Christ (formerly Congregational)
Churches

United Church of Hinesburg By-Laws

Preamble

A federated church is a form of ecumenical shared ministry in which one congregation is related to two or more denominations, with persons choosing to hold membership in one of the denominations. The United Church of Hinesburg is a federation with ties to three denominations: the American Baptist Churches, the United Church of Christ, and the United Methodist Church. Since 1993, persons have also been able to join as “ecumenical” members without affiliating with any particular denomination.

The history of the organized Christian movement in Hinesburg goes back to May 16, 1789, when the Reverend Nathan Perkins preached the first sermon. In 1799 the Methodist Episcopal Society was formed. In 1807 the Congregational Society was reconstituted. In 1810 the Baptist Society was organized. In 1917 the Congregational and Methodist Churches were federated. In 1919 the Baptists joined the federation which continues to the present day as the United Church of Hinesburg.

Purpose

The Key Mission of our church is “Building the Beloved Community.” By this we mean building up the Body of Christ as the People of God for God’s work of personal and social transformation toward compassion and justice.

An Open, Welcoming, Affirming, and Reconciling Church/Congregation

The United Church of Hinesburg is an open, welcoming, and affirming church and a reconciling congregation, embracing diversity in our congregation and community, and affirming the dignity and worth of every person as created in the image of God. We believe discrimination is incompatible with Christ’s Gospel of unconditional love. We welcome into full membership and participation in the Body of Christ persons of every race, language, age, gender, sexual orientation, physical or mental ability, economic or marital status, and faith background. We affirm and celebrate all loving and committed relationships. We commit ourselves to work diligently to end oppression and discrimination. Following the example of Jesus Christ, we hereby declare ourselves to be an Open, Welcoming, and Affirming Church and a Reconciling Congregation.

Article I

Denominational Identities, Affiliations and Memberships

Section 1. The American Baptist, the United Church of Christ, and the United Methodist Churches shall retain their denominational identities and affiliations and shall continue in their customary relationships with their own denominations.

Section 2. Regular Professing Members of the United Church of Hinesburg (“United Church”) shall be received into the American Baptist, United Church of Christ, or United

Methodist Church in accordance with the customs and procedures of the church of their choice.

Section 3. Persons choosing not to affiliate with one of the above churches shall be received into the United Church as Ecumenical Professing Members. Ecumenical Professing Members shall enjoy all the rights and responsibilities of Regular Professing Members.

Section. 4 Persons wishing to affiliate with the United Church while retaining membership in another church (dual membership) shall be received into the United Church as Associate Professing Members. Associate Professing Members shall enjoy all the rights and responsibilities of Regular Professing Members.

Section 5. Baptized persons wishing to unite with the United Church, whether as Regular, Ecumenical, or Associate Professing Members, shall be admitted into the membership by public profession of faith or by satisfactory letter from another church or by renewal of their profession of faith. Older youth or adults who have not yet been baptized shall be admitted into the membership by public profession of faith and baptism by water in the manner of their choosing (sprinkling, pouring or immersion).

Section 6. Equal rights and responsibilities of all Regular, Ecumenical, and Associated Professing Members are guaranteed in the United Church, even though the historic connection of the Church to the Annual Conference of the United Methodist Church is acknowledged and its Book of Discipline is used as a general guide in the administration of the United Church. All Professing Members of the United Church shall be entitled to vote at meetings of the membership.

Section 7. The Baptized Members shall include all baptized people who have received Christian baptism in this local church or elsewhere, or whose membership has been transferred subsequent to baptism in some other congregation, who are not yet age twenty years old and have not become Professing Members.

Section 8. Membership in the United Church shall terminate upon the occurrence of any of the following:

- A) Transfer of membership to another church.
- B) Receipt of written verification that a member has united with another church without letter of transfer.
- C) A member's request that her or his membership be withdrawn.
- D) Death of a member.

In addition to the foregoing, membership may be terminated if a member has neither participated in nor contributed financially to the United Church for a period of no less than three years. In such event,

- 1) The Membership Care Ministry Team shall have the responsibility of attempting to contact such member(s) each year during the three year period.
- 2) If a member does not resume participation in or financial support of the United Church, removal of her or his name from the membership rolls shall be proposed at the Annual Membership Meeting by the Membership Care Ministry Team. Removal shall be by majority vote of the members present and voting.

- 3) Exceptions to the above may be made for members who are physically incapable of attendance at worship or are financially unable to contribute—such exceptions being made at the discretion of the Membership Care Ministry Team.

Article II

Membership Meetings

Section 1. The Annual Membership Meeting of the members of the United Church shall be held in the month of February of each year, at a date and time to be determined by the Church Council. Business of both the Annual Membership Meeting and the Church/Charge Conference shall be conducted. The business of the Annual Membership Meeting shall include discerning and affirming the Church's Key Mission, Motivating Vision, Bedrock Beliefs and Core Values; electing the Church Council members, members of the various other committees and ministry teams, and officers, all as provided in these By-Laws. Annual reports from the Board of Trustees and from other committees and ministry teams shall be received, and such other business as may properly come before the meeting shall be transacted.

Section 2. Special Meetings of the membership of the United Church may be called at any time by the Lay Leader, by a majority vote of the Church Council, by the Pastor, by the Church Council Chair, by a majority of the Staff-Parish Relations Committee, or upon petition of ten members.

Section 3. Twelve members present and eligible to vote at any duly warned Membership Meeting shall constitute a quorum. Each voting member shall have one vote, regardless of denominational affiliation. Proposals requiring a vote of the membership shall be carried by a majority vote unless otherwise specified in the Article of Association, these By-Laws, or by Vermont law. Election of Church Council members, officers and others shall be by plurality of votes cast, thus giving office to the person(s) with the most votes.

Section 4. Notice of all membership meetings, including the Annual Membership Meeting, shall be given not less than seven or more than fifty days prior to the meeting date, either personally or by mail, to every member entitled to vote. Only one notice need be sent to family members residing at the same address. In the case of a Special Meeting, the notice shall set forth the purpose(s) of the meeting.

Section 5. Robert's Rules of Order shall govern at Membership Meetings in all cases where they may be applicable except where inconsistent with the By-Laws or special rules or order of the Church.

Section 6. Membership Meetings shall be conducted by the Church Council Chair. If the Church Council Chair is unavailable, meetings shall be conducted by the Lay Leader. If neither is available, the membership shall elect an officer pro tempore to conduct the meeting. Her or his tenure as officer pro tempore shall expire at the end of said meeting. The Recording Secretary shall keep, or cause to be kept, an accurate record of all actions taken at the meeting and all resolutions passed by the membership. If the Recording

Secretary is unavailable, the membership shall elect a Recording Secretary pro tempore to preside until the end of the meeting.

Section 7. The Church Council shall set the agenda for all Annual Membership Meetings. The person(s) calling a Special Meeting shall set the agenda for said Special Meeting, which agenda shall include only those items specified in the notice of said Special Meeting. At the Annual Membership Meeting, the members may propose additional items of business after the items enumerated in the agenda have been acted upon, except for items requiring advance notice.

Section 8. The presence of a member at a meeting shall be deemed a waiver of notice, unless the member appears to specifically object to defective notice.

Section 9. A meeting of the membership may be adjourned from time to time by a majority vote, whether or not a quorum is present, and the meeting may be held as adjourned with further notice.

Section 10. The following positions shall be filled by vote of the membership at the Annual Membership Meeting, such positions to be held for the terms specified:

Position	Term
Lay Leader	1 year
Church Council Chair	1 year
Chair of Stewardship and Finance	1 year
At-large members of Stewardship and Finance	1 year
Financial Secretary	1 year
Church Treasurer (Current Expenses and Benevolences)	1 year
Auditor(s)	1 year
Membership Secretary	1 year
Recording Secretary	1 year
Three Members of the Board of Trustees	3 years
One Member of the Lay Leadership Team	4 years
Two Members of the Staff-Parish Relations Committee	3 years
One Youth Member of the Staff-Parish Relations Committee	1 year
Lay Member of the United Methodist Annual Conference	1 year
Reserve Lay Member of the Annual Conference	1 year
Lay Delegate(s) to the United Church of Christ	1 year
Lay Delegate to the American Baptist Churches	1 year
Chair and Members for Communications	1 year
Chair and Members for Christian Education	1 year
Chair and Members for Evangelism	1 year
Chair and Members for Justice and Witness	1 year
Chair and Members for Membership Care	1 year
Chair and Members for Spiritual Formation	1 year
Chair and Members for Worship	1 year
Representatives to SCHIP, Inc.	1 year
Representatives to Hinesburg Community Resource Center	1 year
Charter Organization Representative to BSA Troop 690	1 year

Section 11. The following positions are not filled by vote of the membership at the Annual Membership Meeting but are filled as provided elsewhere in these By-Laws: Chair of the Board of Trustees, Treasurer of the Board of Trustees, Chair of Lay Leadership, and Chair of Staff-Parish Relations.

Article III

Church Council

Section 1. The Church Council fulfills all legal responsibilities under Vermont law that may be assigned to a Board of Directors.

Section 2. The Church Council shall provide for planning and implementing a program of evangelism, nurture, and witness for the church's members and the surrounding area and a missional outreach responsibility to the local and global community. It shall also provide for the administration of the church's organization and temporal life. It shall envision, plan, implement and annually evaluate the mission and ministry of the church. The Church Council shall be amenable to and function as the administrative agency of the Annual Membership Meeting and Church/Charge Conference.

Section 3. The following shall be members of the Church Council:

Church Council Chair

Pastor

Lay Leader

Recording Secretary

Church Treasurer

Financial Secretary

Lay Member of the United Methodist Annual Conference

Lay Delegate to the United Church of Christ

Lay Delegate to the American Baptist Churches

Chair of the Board of Trustees

Treasurer of the Board of Trustees

Chair or a representative of the Staff-Parish Relations Committee

Chair of Stewardship and Finance

Chair or representative of Christian Education

Chair or representative of Communications

Chair or representative of Evangelism

Chair or representative of Justice and Witness

Chair or representative of Membership Care

Chair or representative of Spiritual Formation

Chair or representative of Worship

President of the United Church Auxiliary

Section 4. The Church Council shall submit to the Annual Membership Meeting a set of objectives for the coming year, as well as long range goals.

Section 5. Other duties of the Church Council shall include the following:

- A) Approve the budget submitted by Stewardship and Finance in advance of the Annual Membership Meeting.
- B) Appoint such committees, ministry teams, or task forces it deems necessary to carry on its work.
- C) Formulate policy on the use of church properties and buildings.
- D) Determine when an issue needs to be placed before the full membership.

Section 6. Meetings of the Church Council, regular or special, may be called by the Chair, the Pastor, or any two members of the Council. Notice of a meeting shall be given by an announcement during worship for the two Sundays previous to the meeting date or listing in the weekly program for the two weeks prior to the meeting date, and by a sign posted on the door of the church office two weeks prior to the meeting date.

Section 7. Meetings of the Council shall be conducted by the Chair. In her or his absence, the Lay Leader shall conduct the meeting. If neither is available, an officer pro tempore shall be chosen to conduct the meeting.

Section 8. Any vacancy occurring on the Church Council may be filled by an affirmative vote of the remaining members of the Council. A Council member elected to fill a vacancy shall serve for the unexpired term of her or his predecessor in office.

Section 9. The members present at a duly called meeting of the Church Council shall constitute a quorum for that meeting.

Section 10. The Chair of the Church Council, with the assistance of the Lay Leadership Team, shall have the responsibility of educating new members of the various committee and membership teams in their duties and in a general knowledge of the mission and ministries of the United Church, including how and why their participation is vital to the church.

Section 11. A member of the Church Council may be removed from office upon the vote of a two-thirds majority of Council members present and voting at a meeting of the Council. Removal of a Church Council member may take place without the necessity of showing cause.

Article IV

Ministry Teams and Administrative Committees

Section 1. Christian Education

- A) The Christian Education Ministry Team shall consist of the Chair, the Sunday School teachers, and others elected at the Annual Membership Meeting.
- B) The duties of the Team shall include:
 - 1) Identifying Christian education needs.

- 2) Studying and selecting materials, equipment, and curriculum.
- 3) Operating a Sunday School program for children, including recruiting and training teachers and other participants.
- 4) Publicizing among church families material for camps and conferences sponsored by denominational and ecumenical agencies.
- 5) Providing for a Vacation Bible School when possible.

Section 2. Evangelism

- A) The Evangelism Ministry Team shall consist of the Chair and others elected at the Annual Membership Meeting.
- B) The duties of the Team shall include:
 - 1) Identifying and reaching out to the unchurched and new residents of the surrounding area.
 - 2) Planning and implementing programs, activities, or events which offer the message of God's Love to people.

Section 3. Lay Leadership

- A) The Lay Leadership Ministry Team shall be elected at the Annual Membership Meeting. It shall consist of four members, one to be elected each year for a term of four years, in addition to the Pastor and Lay Leader. The Pastor shall be the Chair.
- B) In the event of a vacancy in one or more of the four at-large positions, the remaining members may fill said vacancy by majority vote, with the newly elected member (s) to hold office until the next Annual Membership Meeting is held. At the next Annual Membership Meeting, the membership shall elect a candidate to fill the vacancy, said newly elected member to remain in office for the unexpired portion of the four-year term which he or she is filling.
- C) At the Annual Membership Meeting, the Team shall nominate such officers, Council members and others as the Church requires. Effort shall be made to match persons and their specific gifts for ministry with the positions and offices for which such service is sought. Nominations may also be accepted from the floor at an Annual Membership Meeting.
- D) The Lay Leadership Ministry Team, with the assistance of the Church Council Chair, shall insure that new officers and members of the Council or of other Teams or Committees have a basic understanding of their duties and responsibilities.
- E) The Lay Leadership Ministry Team shall serve throughout the year to guide the Church Council on matters regarding the leadership (other than employed staff) of the congregation so as to focus on mission and ministry as the context for service; guide the development and training of spiritual leaders; recruit, nurture, and support spiritual leaders; and assist the Church Council in assessing the changing leadership needs of the congregation

Section 4. Membership Care

- A) The Membership Care Ministry Team shall consist of a Chair and other members to be elected at the Annual Membership Meeting.
- B) The duties of the Team shall include the following:
 - 1) Identifying prospective new members.
 - 2) Reaching out to visitors with hospitality and welcome.

- 3) Assisting the Pastor in recruiting sponsors for and providing orientation for new members.
- 4) Paying special attention to members at times of particular need such as illness, loss, family crisis, or the physical inability to attend worship.
- 5) Keeping a register of all members of the Church, and regularly reviewing membership rolls to ensure completeness and accuracy, including removal of members who have moved away, transferred their membership, or died, and recommending removal of others pursuant to Article I, Section 7 of these By-Laws.

Section 5. Justice and Witness

- A) The Justice and Witness Ministry Team shall consist of a Chair and other members to be elected at the Annual Membership Meeting.
- B) The duties of the Team shall include the following:
 - 1) To plan and implement the Church's mission of outreach and action in helping to meet the needs of persons beyond our congregation.
 - 2) Special attention shall be paid to local and larger community needs for acts of compassion, justice and advocacy for persons living in poverty, prejudice or other forms of social oppression.

Section 6. Spiritual Formation

- A) The Spiritual Formation Ministry Team shall consist of a Chair and members elected at the Annual Membership Meeting.
- B) The duties of the Team shall include:
 - 1) Assisting in the development of a variety of small groups for the spiritual growth of the congregation.
 - 2) Providing models and training in such spiritual disciplines as prayer, devotional reading, retreats, and other means of grace.

Section 7. Worship

- A) The Worship Ministry Team shall consist of the Pastor, a Chair, the Communion Stewards, a Music representative, and other members elected at the Annual Membership Meeting.
- B) The duties of the Team shall include:
 - 1) Providing for ushers, greeters, and altar appointments.
 - 2) Ensuring the general well-being of the sanctuary, including seasonal decoration and flowers.
 - 3) Considering and implementing new forms of worship and special services.
 - 4) Overseeing the Communion Stewards and music programs
 - 5) Recommending Memorial Gifts, if the Team finds it appropriate to do so.

Section 8. Stewardship and Finance

- A) The Stewardship and Finance Ministry Team shall consist of the Chair, the Church Treasurer, the Financial Secretary, and as many as five members-at-large elected from the membership at the Annual Membership Meeting. In addition, the Church Council Chair, a representative selected by the Board of Trustees and the Lay Leader are ex officio members.
- B) The duties of the Team shall include the following:

- 1) Assessing the financial needs of the Church and reporting to the Church Council concerning same.
 - 2) Receiving recommendations concerning the financial needs of the various Committees and Ministry Teams
 - 3) Developing a complete budget and submitting it to the Church Council for approval.
 - 4) Promoting stewardship as an integral part of Christian life to give each Church member an understanding of how their contribution of time, treasure and talent helps the church fulfill its mission.
 - 5) Initiating and planning an annual stewardship program and other fund raising efforts.
 - 6) Facilitating an annual audit of all the United Church's financial records.
 - 7) Monitoring the budget throughout the year and recommending any necessary adjustments to the Church Council.
- C) In the event of a vacancy of one or more at-large members, said vacancy may be filled by a majority vote of the Team, with such newly elected member to serve until the next Annual Membership Meeting.

Section 9. Staff-Parish Relations

- A) The Staff-Parish Relations Committee shall consist of seven members, two of whom shall be elected at the Annual Membership Meeting each year for a term of three years, and one of whom shall be a youth member elected annually. In addition, the Lay Leader and the Lay Member of the Troy Annual Conference will be ex officio members. The members shall elect their own Chair.
- B) In the event of a vacancy among the members-at-large, the vacancy shall be filled by majority vote of the remaining members. Any such member elected to fill a vacancy shall remain in office until the next Annual Membership Meeting, at which time the membership shall elect an individual to fill the remaining portion of the vacancy.
- C) The purpose of the Staff-Parish Relations Committee is to foster constructive communication between the congregation and its pastoral and professional leadership and to implement the congregation's responsibility for the well-being of the Pastor and other staff persons.
 - 1) The Committee shall create and maintain a job description for each employed staff position, considering the needs of the Church. These job descriptions will provide an outline for developing performance goals with the employed staff. They will also provide a framework for evaluating and communicating with candidates during a search process.
 - 2) With the participation of the Pastor and other employed staff, the Committee shall develop a list of performance objectives to be used for annual evaluation of each staff person's work. At least one meeting each year will include a discussion with each staff person of this evaluation. This discussion shall take place before the Annual Membership Meeting and will result in a recommendation to said meeting as to whether or not to continue with the present Pastor and staff.
 - 3) The duties of the Committee shall also include the following:
 - a. Finding guest speakers when the Pastor is unavailable.
 - b. Developing proposals for salary, travel and other professional reimbursements, vacation, health and life insurance, pension,

housing and other practical matters affecting the work and family of the Pastor and other staff persons.

- c. Making annual recommendations regarding these items to the Stewardship and Finance Team and the Church Council.
 - d. Consulting with the Pastor and staff persons concerning continuing education, and arranging with the Church Council for the necessary time and financial assistance for Pastor and staff to attend such continuing education events as may serve her or his professional and spiritual growth.
- 4) When a vacancy is anticipated or has occurred in the pastorate or other staff positions, the Committee will form an ad hoc committee to which other members may be added to interview candidates for such positions.

Section 10. Trustees

- A) The Board of Trustees shall consist of nine members, three to be elected each year at the Annual Membership Meeting for a term of three years. Nothing shall be construed to prevent the election of a trustee to self-succession.
- B) The Board of Trustees shall elect from the membership thereof, to hold office for one year and until her or his successor shall be elected, a Chair and a Treasurer. In the event of a vacancy on the Board of Trustees, including a vacancy caused by removal of a Trustee by majority votes of the Church Council at a duly held meeting thereof, the remaining Trustees may fill the vacancy by majority vote, with said member of the Board of Trustees to hold office until the next Annual Membership Meeting.
- C) Subject to the direction of the Annual Membership Meeting, the Board of Trustees shall be vested with authority in matters relating to the real and personal property of the United Church. The Board of Trustees shall ensure that adequate insurance is in force on all church buildings and properties. The Board of Trustees shall also ensure that adequate personnel insurance is in place.
- D) The Board of Trustees, in cooperation with the Membership Care Ministry Team, shall conduct or cause to be conducted an annual accessibility audit of their buildings to discover and identify what barriers exist that impede the full participation of people with disabilities and shall make plans to determine priorities for the elimination of such barriers.

Section 11. Communications

- A) The Communications Ministry Team shall consist of a Chair and members to be elected at the Annual Membership Meeting.
- B) The duties of the Team shall include the following:
 - 1) To plan and implement a variety of written and electronic communications both among the membership and to the surrounding community. The use of a church database, newsletters, publicity, signage, email, web-site and other technologies is strongly encouraged.

Section 12. Wider Church Ministries

- A) Our representatives to Wider Church Ministries will be elected at the Annual Membership Meeting. These may include the following:
 - 1) Lay Member to the Annual Conference of the United Methodist Church;

- 2) Reserve Lay Member to the Annual Conference of the United Methodist Church;
 - 3) As many as three Lay Delegates to the Conference and Association of the United Church of Christ;
 - 4) Lay Delegate(s) to the Annual Meeting and the Association of the American Baptist Churches;
 - 5) Representatives to the Shelburne, Charlotte, Hinesburg Inter-Faith Projects, Inc.;
 - 6) Representatives to the Hinesburg Community Resource Center Board of Directors;
 - 7) Charter Organization Representative to Boy Scout Troop 690
 - 8) Other Organizational, Ecumenical or Inter-Faith representatives as deemed appropriate.
- B) Our representatives to Wider Church Ministries may choose to meet in order to consult and encourage one another and our Church membership regarding these various opportunities for involvement in the Wider Church.

Section 13. United Church Auxiliary

- A) The United Church Auxiliary is a denominationally independent group which encompasses all persons affiliated with the United Church. All persons who are members of the United Church are automatically members of the United Church Auxiliary.
- B) The object of the organization will be to stimulate spiritual, educational, and social development within our church and community in addition to raising funds for various needs of our church and to support our calendar of events.
- C) Additional concerns of the United Church Auxiliary may include:
 - 1) The parsonage
 - 2) Coffee Hours after Sunday worship
 - 3) Funding for special Church-related needs not fully supported by the budget
 - 4) Mission Projects
 - 5) Such other projects as the United Church Auxiliary shall choose

Article V

Elected Officers

Section 1. At the Annual Membership Meeting, the membership shall elect officers of the United Church, which officers are entrusted along with the Pastor, with leadership responsibilities for the spiritual and temporal life of the Church as follows:

- A) The elected officers of the United Church of Hinesburg shall consist of the Lay Leader, the Church Council Chair, the Recording Secretary, the Chair of Stewardship and Finance, the Financial Secretary, the Church Treasurer, Auditors, Lay Member and Reserve Lay Member of Troy Annual Conference (UMC), Lay Delegates to Vermont Conference (UCC) and to Annual Meeting of the American Baptist Churches. One person may hold more than one office at the same time, except that the same person shall not simultaneously hold the offices of Lay Leader and Recording Secretary.

- B) New Officers shall take office on the day of their election. All officers shall be elected at the Annual Membership Meeting upon nomination by the Lay Leadership Team or by nomination from the floor. Officers shall hold office for a term of one year, unless otherwise provided in these By-Laws, and until their successors are duly elected and qualified. In the event of a vacancy in any elected office of the United Church, the Church Council shall fill said vacancy by majority vote, said newly elected officer to hold office until the next Annual Membership Meeting.
- C) An officer of the corporation may be removed by the persons authorized to elect such officer whenever, in their judgment, the best interests of the corporation will be served thereby. In the case of an officer elected by the membership, removal may take place at either the Annual Membership Meeting or a Special Meeting called for that purpose. Such a vote for removal requires a two-thirds majority of votes cast.

Section 2 Duties of Leaders

- A) The Lay Leader shall function as the primary lay representative of the laity in the United Church. He or she shall be elected to: foster an awareness of the role of the laity both within the congregation and in their daily lives; meet regularly with the Pastor to discuss the state of the Church and the needs for ministry; serve as an interpreter of the actions and programs of the Annual Conference and the general church; being involved with study and training opportunities to develop a growing understanding of the United Church and its ministry so that it may effectively fulfill its mission. The Lay Leader shall act as liaison between the Pastor and the membership. The Lay Leader is an ex officio member of all committees and ministry teams of the Church with a right to vote.
- B) The Lay Member to the United Methodist Annual Conference and the Reserve Lay Member, along with the Lay Delegates to the Conference of the United Church of Christ, and the Annual Meeting of the American Baptist Churches, shall serve as the interpreters of the actions of the denomination's Annual Conference or Annual Meeting. These persons shall report to the Church Council as soon as possible following the annual denominational meetings.
- C) The Church Council Chair shall be the chief executive officer of the corporation and shall have general charge and supervision of the business of the corporation. He or she shall conduct all meetings of the Church Council and the Membership. In the absence of the Church Council Chair, the Lay Leader or the Pastor may preside. In the absence of the Lay Leader, or in the event of her or his death, inability or refusal to act, the Church Council Chair shall perform her or his duties, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Lay Leader.

Section 3. Financial Officers

- A) The duties of the Chair of Stewardship and Finance shall include conducting the meetings of the Stewardship and Finance Team, guiding the financial concerns of the Church, developing the budget, planning for an annual stewardship campaign or other means of raising funds, monitoring the budget throughout the year, and recommending fundraising efforts to meet any inadequacies. The Chair, with other Team members, is responsible for educating the Church membership about financial concerns, tithing, and other needed financial contributions.
- B) The Financial Secretary shall receive all money coming to the Church, and keep records of pledges, gifts, and benevolences, delivering same to the Church Treasurer.

- C) The Church Treasurer is the corporation's treasurer for purposes of the Vermont statutes. He or she shall disburse all money contributed to causes represented in the United Church budget, and other such funds and contributions as the Church Council may determine. The Church Treasurer shall make regular and detailed reports on funds received and expended to the Stewardship and Finance Team and to the Church Council. He or she is responsible for seeing that the annual apportionments for the three denominations are paid. Contributions to the benevolence and mission purposes of each denomination shall be disbursed in an appropriate manner as approved by the Church Council.
- D) The Auditors shall be elected at the Annual Meeting, each to serve a term of one year. The Auditors shall have access to the financial records of the Church Treasurer, the Financial Secretary, the Women's Union, the Board of Trustees, and any other organization, committee or team as directed by the Church Council. They shall carefully examine and audit these records annually and shall submit a written report to the Church at the Annual Meeting. The above named officers and entities shall submit copies of their financial records to the Auditors by the last day of January so they may complete their audit by February 15th of the year.

Section 4. Recording Secretary

- A) The Recording Secretary is the corporation's secretary for purposes of Vermont statutes.
- B) The Recording Secretary shall keep a true record of all votes and proceedings of the Annual and Special Membership Meetings. Copies of these records shall be kept in the principal office of the corporation and shall be open at all reasonable times to the inspection of the members.
- C) In the absence of the Recording Secretary, a Recording Secretary pro tempore shall be chosen who shall record the proceedings of any meeting.
- D) The Recording Secretary shall also keep a true record of all meetings of the Church Council; in her or his absence a Recording Secretary pro tempore shall be chosen who shall record the proceedings thereof.
- E) The Recording Secretary shall keep custody of the corporate seal.

Article VI

Pastor(s) and Staff

Section 1. When a change in Pastor or other staff person occurs or is anticipated, the Staff-Parish Relations Committee will initiate a process of seeking that person's replacement.

- A) If a paid staff member, other than the Pastor, is being replaced, the Staff-Parish Relations Committee will review the job description for the position, make any needed modifications to the job description, and carry out a process of seeking, interviewing and hiring the best qualified candidate who is available.
- B) If a Pastor is to be replaced, the Staff-Parish Relations Committee will lead the Church membership through a process of doing so.
 - 1) An ad hoc task force may be formed by the addition of persons to those who are already members of the Staff-Parish Relations Committee.
 - 2) The task force will seek the guidance of the Church membership in order to determine what denominational affiliation the Church wishes to seek for its

next Pastor. The Church Council or a Special Meeting of the Membership may make this decision on behalf of the entire congregation.

- 3) If a United Methodist Pastor is to be sought, the appropriate District Superintendent will be contacted with a request for an appointment from the Annual Conference in which the United Church is located.
- 4) If a Pastor of another denomination is sought, the appropriate process will be followed after consultation with a denominational representative who is familiar with that method. An Interim Pastor may be secured to assist the congregation in such a time of transition.
- 5) When an appropriate candidate is successfully interviewed by the ad hoc task force, it will make its recommendation to the Church Council or to a Special Meeting of the Membership for final approval.

Article VII

Resignation of Officers, Church Council, Ministry Team or Administrative Committee Members

Any Church Council member, officer or member of a ministry team or administrative committee of the United Church may resign her or his position at any time by giving written notice of said resignation to the Church Council or the Recording Secretary. Such notice shall take effect upon delivery unless otherwise stated in the notice.

Article VIII

Indemnification of Officers, Ministry Team or Administrative Committee Members

Section 1. Any Council member or officer threatened with or made a party to any action, suit, or other proceeding by reason of the fact that he or she is or was a Council member or officer of the United Church, shall be indemnified by the United Church to the fullest extent permitted by law against all liabilities and expenses, including counsel fees reasonably incurred by her or him in connection therewith, except as hereinafter provided. The corporation shall also indemnify any other employee or agent of the corporation to the extent that the Church Council may, in its sole discretion, determine. No indemnification shall be provided for any person with respect to any matter as to which he or she shall have been adjudicated in any proceeding to have acted with gross negligence or not to have acted in good faith in the reasonable belief that her or his action was in the best interests of the corporation. The corporation shall be authorized to bring a declaratory judgment action to determine whether any such person shall have acted with gross negligence or not in good faith. As to matters disposed of by a settlement agreement or compromise payment, pursuant to a consent decree or otherwise, no reimbursement, either for said payment or for any other expenses in connection with the matter so disposed of, shall be provided unless such compromise shall be approved:

- A) By a disinterested majority of the Church Council members then in office: or
- B) If a majority of the Church Council members is interested, by a majority of the membership present and voting at an Annual or Special Meeting of the Membership.

The Church Council may from time to time authorize payment by the corporation of expenses incurred by any such person in defending any such action, suit, or other proceeding, upon receipt of an undertaking from such person to repay such payment if he or she shall be adjudicated not to be entitled to indemnification under this Article or if the matter involved shall be disposed of by a compromise payment with respect to which he or she shall not be entitled to indemnification under this Article.

Section 2. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Council Member, officer, employee, or other agent of the corporation, against any liability incurred by her or him in any such capacity, or arising out of her or his status as such, whether or not the corporation would have the power or obligation to indemnify her or him against such liability.

Article IX

Funds

Section 1. All capital expenditures must be approved in advance by the Church Council or the membership. The Church Council may delegate, in advance, the expenditure of funds for a particular project or routine expenditures to a person, committee or team, as long as the limits of their spending powers are clearly defined.

Section 2. All funds of the United Church shall be deposited or invested under the name of the United Church of Hinesburg. Documentation shall be required for all expenditures.

Section 3. The Church Treasurer or the Chair of Stewardship and Finance shall be authorized to sign checks on United Church accounts. Signatures of both the Treasurer and the Chair of Stewardship and Finance shall be required on checks in the amount of \$10,000 or more.

Section 4. The Church Treasurer shall be authorized to deposit a sum of money, as needed, in a petty cash fund to be used for ordinary operating expenses, provided that receipts of all expenditures from this fund are kept.

Section 5. All funds expended by the United Church must be accounted for and audited annually. The Auditors shall be elected at the Annual Membership Meeting each year for this purpose.

Article X

By-Laws

Section 1. These By-Laws may be amended as follows:

- A) A written draft of any proposed amendment(s) prepared by the Church Council must be made available to the membership at least two weeks prior to any meeting at which said proposed amendment(s) will be considered.

- B) The proposed amendment(s) must be voted upon by the members at a duly noticed Annual Membership Meeting or Special Meeting. The notice of said meeting must specify the proposed amendment(s) to the By-Laws as an item of business.
- C) Each proposed amendment shall be adopted if it receives at least two-thirds (2/3) of the affirmative votes of the members present and voting at a meeting at which a quorum is present.

Section 2. In cases of conflict or uncertainty over interpretation of these By-Laws or a procedural issue not covered by the Articles of Association, these By-Laws, or the laws of the State of Vermont, the Church Council may resolve these differences or may obtain the interpretation of any attorney. If a meeting of the Church Council or of the membership is in progress, and if there is insufficient time to resolve the differences as just set forth, the issue shall be determined by majority vote of those present and voting. The By-Laws may thereafter be amended to provide clarity on the issue in the future.

Article XI

Filing of Reports

The United Church shall file with the appropriate governmental officials all reports required by law to be filed, including, but not necessarily limited to, a status report setting forth the items enumerated in 11B V.S.A.P. 16.22(a), or any successor statute thereto, which report shall be prepared as provided in 11B V.S.A.P. 16.22(b), or any successor statute thereto. The above referenced report shall be filed with the Vermont Secretary of State as often as is required under the laws of the State of Vermont, which currently require the report to be filed once every five years. It shall be the duty of the Recording Secretary of the Church to attend to the filing of any and all such reports.

Article XII

Distribution of Assets

In the event of the dissolution of the United Church, any and all remaining assets will be distributed only to organizations which are exempt from taxation under 501(c)(3) of the Internal Revenue Code or successor provisions thereto, as provided in the Articles of Association. Any such distribution shall also be in accordance with 11B V.S.A.P. 14.01 et seq, or any successor statute thereto, and with any other applicable provisions of law.